

April 30, 2019

EDWARD J. EMMONS, CLERK
U.S. BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA

1 Dennis F. Dunne (admitted *pro hac vice*)
 2 Samuel A. Khalil (admitted *pro hac vice*)
 3 MILBANK LLP
 4 55 Hudson Yards
 5 New York, New York 10001-2163
 6 Telephone: (212) 530-5000
 7 Facsimile: (212) 530-5219

Signed and Filed: April 29, 2019

A handwritten signature in black ink that reads "Dennis Montali".

DENNIS MONTALI
U.S. Bankruptcy Judge

and

6 Gregory A. Bray (SBN 115367)
 7 Thomas R. Kreller (SBN 161922)
 8 MILBANK LLP
 9 2029 Century Park East, 33rd Floor
 Los Angeles, CA 90067
 Telephone: (424) 386-4000
 Facsimile: (213) 629-5063

10 *Proposed Counsel for the Official Committee
of Unsecured Creditors*

12 **UNITED STATES BANKRUPTCY COURT**
 13 **NORTHERN DISTRICT OF CALIFORNIA**
 14 **SAN FRANCISCO DIVISION**

15 **In re:**

Case No. 19-30088 (DM)

16 **PG&E CORPORATION**

Chapter 11

17 **-and-**

(Lead Case)

18 **PACIFIC GAS AND ELECTRIC
19 COMPANY,**

(Jointly Administered)

20 **Debtors.**

22 Affects PG&E Corporation
 23 Affects Pacific Gas and Electric Company
 24 Affects both Debtors

25 * *All papers shall be filed in the Lead Case.
No. 19-30088 (DM)*

**ORDER PURSUANT TO 11 U.S.C. § 1103(a)
AND FED. R. BANKR. P. 2014 AND 2016
AUTHORIZING THE RETENTION AND
EMPLOYMENT OF MILBANK LLP AS
COUNSEL FOR THE OFFICIAL
COMMITTEE OF UNSECURED
CREDITORS EFFECTIVE
AS OF FEBRUARY 12, 2019**

Date: April 24, 2019

Time: 9:30 a.m. (PT)

Place: United States Bankruptcy Court
Courtroom 17, 16th Floor
San Francisco, CA 94102

1 Upon the application (the “Application”)¹ of the Official Committee of Unsecured
2 Creditors (the “Committee”) appointed in the above-captioned chapter 11 cases for entry of an
3 order authorizing the Committee to retain and employ Milbank LLP (“Milbank”), pursuant to
4 section 1103 of title 11 of the United States Code (the “Bankruptcy Code”) and Rules 2014(a) and
5 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), as counsel to the
6 Committee, effective as of February 12, 2019, all as more fully set forth in the Application; and
7 the Court having jurisdiction to consider the Application and the relief requested therein pursuant
8 to 28 U.S.C. § 157 and 1334; and the *Order Referring Bankruptcy Cases and Proceedings to
Bankruptcy Judges*, General Order 24 and Rule 5011-1(a) of the Bankruptcy Local Rules for the
10 United States District Court for the Northern District of California (the “Bankruptcy Local Rules”);
11 and consideration of the Application and the requested relief being a core proceeding pursuant to
12 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and
13 1409; and due and proper notice of the Application having been provided to the parties listed
14 therein; and it appearing that no other or further notice need be provided; and this Court having
15 reviewed the Application, the Declaration of Thomas R. Kreller (the “Kreller Declaration”) and
16 the Declaration of Cynthia Wong (the “Wong Declaration”); and upon the record of the Hearing
17 and all of the proceedings had before the Court; and this Court having found and determined that
18 the relief sought in the Application is in the best interests of the Debtors, their estates, creditors,
19 shareholders and all parties in interest; and that the legal and factual bases set forth in the
20 Application establish just cause and satisfaction of the statutory requirements for the relief granted
21 herein; and after due deliberation and sufficient cause appearing therefor,

22

23

24

25

26

27

28 ¹ All capitalized terms not otherwise defined herein shall have the meanings ascribed to them
in the Application.

1 **IT IS HEREBY ORDERED THAT:**

2 1. The Application is granted as provided herein.
3 2. The Committee is authorized, pursuant to section 1103(a) of the Bankruptcy
4 Code and Bankruptcy Rules 2014(a) and 2016, to retain and employ Milbank as counsel in
5 accordance with Milbank's normal hourly rates and reimbursement of disbursement
6 policies, all as contemplated by the Application, effective as of February 12, 2019.
7

8 3. Milbank is authorized to render the following professional services:
9 a. participate in in-person and telephonic meetings of the Committee
10 and subcommittees formed thereby, and otherwise advise the
11 Committee with respect to its rights, powers and duties in these
12 chapter 11 cases;
13 b. assist and advise the Committee in its meetings and negotiations
14 with the Debtors and other parties in interest regarding the
15 administration of these chapter 11 cases;
16 c. represent the Committee at hearings and other proceedings before
17 the Court and such other courts or tribunals, as appropriate;
18 d. assist the Committee in its analysis of, and negotiations with the
19 Debtors or third parties related to, financing, asset disposition
20 transactions, compromises of controversies, and assumption and
21 rejection of executory contracts and unexpired leases;
22 e. assist the Committee in its analysis of, and negotiations with the
23 Debtors or third parties related to, the formulation, confirmation and
24 implementation of a chapter 11 plan(s) and all documentation
25 related thereto;
26 f. assist the Committee in analyzing claims asserted against, and
27 interests in, the Debtors, and in negotiating with the holders of such
28 claims and interests and bringing, or participating in, objections or
 estimation proceedings with respect to such claims and interests;
 g. assist with the Committee's review of the Debtors' Schedules of
 Assets and Liabilities, Statements of Financial Affairs and other
 financial reports prepared by the Debtors, and the Committee's
 investigation of the acts, conduct, assets, liabilities and financial
 condition of the Debtors and of the historic and ongoing operation
 of their businesses;

- h. assist and advise the Committee with respect to its communications with the general creditor body regarding significant matters in these cases;
- i. respond to inquiries from individual creditors as to the status of, and developments in, these chapter 11 cases;
- j. review and analyze complaints, motions, applications, orders and other pleadings filed with the Court, and advise the Committee with respect to its positions thereon and the filing of any responses thereto;
- k. assist the Committee in its review and analysis of, and negotiations with the Debtors and non-Debtor affiliates related to, intercompany transactions and claims;
- l. review and analyze third party analyses or reports prepared in connection with potential claims of the Debtors, advise the Committee with respect to its positions thereon, and perform such other diligence and independent analysis as may be requested by the Committee;
- m. provide the Committee with advice relating to applicable federal and state regulatory issues, including with respect to matters related to the Federal Energy Regulatory Commission, California Public Utilities Commission and the Nuclear Regulatory Commission, as such issues may arise in these chapter 11 cases;
- n. assist the Committee in preparing pleadings and applications, and pursuing or participating in adversary proceedings, contested matters and administrative proceedings as may be necessary or appropriate in furtherance of the Committee's duties, interests, and objectives; and
- o. perform such other legal services as may be necessary or as may be requested by the Committee in accordance with the Committee's powers and duties as set forth in the Bankruptcy Code.

22 4. Milbank shall be compensated in accordance with, and will file, interim and
23 final fee applications for allowance of its compensation and expenses and shall be subject
24 to sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Bankruptcy
25 Local Rules, the Revised UST Guidelines, the *United States Bankruptcy Court Northern*
26 *District of California Guidelines for Compensation and Expense Reimbursement of*
27 *Professionals and Trustees*, effective February 19, 2014 (the “Local Fee Guidelines” and,
28

together with the Revised UST Guidelines, the “Fee Guidelines”), and any further order of the Court.

5. Milbank shall be reimbursed for reasonable and necessary expenses as provided by the Fee Guidelines.

6. Milbank shall use its best efforts to avoid any duplication of the services to be provided by any of the Committee's other retained professionals.

7. Notice of the Application as provided therein shall be deemed good and sufficient notice of the Application.

8. Milbank shall provide reasonable notice to the Committee and the U.S. Trustee of any increase of Milbank's hourly rates;

9. To the extent the Application is inconsistent with this Order, the terms of the Order shall govern.

10. The Court shall retain jurisdiction to hear and determine all matters arising from or related to the interpretation, implementation, or enforcement of this Order.

** END OF ORDER **